

# FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 500  
Rosemont, IL 60018-4214

RECORDATION NO 22778-E FILED

MAR 09 '06

2-15 PM

SURFACE TRANSPORTATION BOARD



**VIA UPS NEXT DAY AIR**

March 7, 2006

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated February 28, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22778.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Grain Processing Corp.  
1600 Oregon Street  
Muscatine, IA 52761

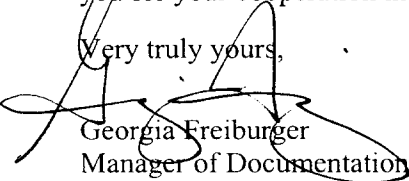
A description of the railroad equipment covered by the enclosed document is fifty (50) 5150/5250 cu.ft. covered hopper cars, with NDYX marks (see Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,

  
Georgia Freiburger  
Manager of Documentation

Enclosures  
(GRPC012)

MAR 09 '06

2-15 PM

ASSGN. NO. GRPC012

## MEMORANDUM OF LEASE

SJRFACE TRANSPORTATION BOARD

28<sup>th</sup> THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 28<sup>th</sup> day of February, 2006, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Grain Processing Corporation ("Lessee"), an Iowa corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January 19, 2000, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 12 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 1, 2006 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR  
Title: VICE PRESIDENT SALES & MARKETINGBy: Susan Grokulsky  
Name: SUSAN GROKULSKY  
Title: NOT. OF DOCUMENTATIONExecuted on this 28<sup>th</sup> day of February, 2006.

[CORPORATE SEAL]

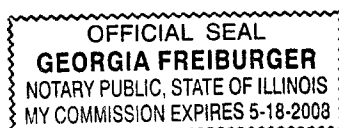
STATE OF ILLINOIS  
COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 28<sup>th</sup> day of February, 2006.

Georgia Freiburger  
Notary Public

My Commission Expires:

5-2008  
(Notary Public)

LESSEE:

GRAIN PROCESSING CORPORATION

By: Robert J. Willis

Name: ROBERT J. WILLIS

Title: VP TRANSPORTATION

ATTEST:

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this \_\_\_\_\_ day of \_\_\_\_\_, 2006.

[CORPORATE SEAL]

STATE OF IOWA

COUNTY OF MUSCATINE

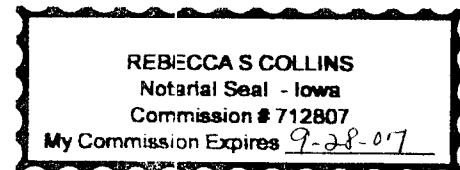
I, REBECCA S. COLLINS, a Notary Public of the County and State aforesaid, certify that ROBERT J. WILLIS personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 21 day of FEBRUARY, 2006.

Rebecca S. Collins  
Notary Public

Commission Expires:

9-28-07  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Fifty (50)

DESCRIPTION OF CARS: 5150/5250 cu. ft. Covered Hoppers, equipped with gravity outlets and trough hatches

CAR NUMBERS:

|             |             |
|-------------|-------------|
| NDYX 841601 | NDYX 841643 |
| NDYX 841603 | NDYX 841648 |
| NDYX 841604 | NDYX 841650 |
| NDYX 841608 | NDYX 841651 |
| NDYX 841609 | NDYX 841653 |
| NDYX 841610 | NDYX 841655 |
| NDYX 841615 | NDYX 841657 |
| NDYX 841616 | NDYX 841658 |
| NDYX 841617 | NDYX 841659 |
| NDYX 841619 | NDYX 841660 |
| NDYX 841620 | NDYX 841661 |
| NDYX 841621 | NDYX 841662 |
| NDYX 841622 | NDYX 841663 |
| NDYX 841623 | NDYX 841664 |
| NDYX 841624 | NDYX 841665 |
| NDYX 841626 | NDYX 841666 |
| NDYX 841627 | NDYX 841667 |
| NDYX 841628 | NDYX 841668 |
| NDYX 841629 | NDYX 841670 |
| NDYX 841632 | NDYX 841671 |
| NDYX 841633 | NDYX 841673 |
| NDYX 841634 | NDYX 841674 |
| NDYX 841635 | NDYX 850447 |
| NDYX 841636 | NOKL 841640 |
| NDYX 841639 | Count: 50   |
| NDYX 841642 |             |